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**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:)	
)	Chapter 11
RESIDENTIAL CAPITAL, LLC, <u>et al.</u> ,)	
)	Case No. 12-12020 (MG)
)	
Debtors.)	(Jointly Administered)
)	

**THE AD HOC GROUP OF JUNIOR SECURED NOTEHOLDERS'
DESIGNATIONS OF DEPOSITION TESTIMONY**

TO THE HONORABLE MARTIN GLENN,
UNITED STATES BANKRUPTCY JUDGE:

The Ad Hoc Group of Junior Secured Noteholders (the “Ad Hoc Group”), hereby submits the following designations, counter designations and unresolved objections of deposition testimony in anticipation of the hearing scheduled to begin on August 16, 2013 (the “FGIC Settlement Hearing”):

A. AD HOC GROUP'S DESIGNATION OF DEPOSITION TESTIMONY

1. LEWIS KRUGER¹ – transcript of July 11, 2013 deposition at:

Page 45, Lines 2 through 10

Page 50, Line 21 through Page 51, Line 3

Page 105, Line 18 through Page 107, Line 24

Page 108, Lines 9 through 11

Page 109, Lines 15 through 25

Page 110, Line 9 through Page 115, Line 9

Page 118, Lines 11 through 21

Page 125, Lines 10 through 16

Page 126, Lines 21 through 24

Page 127, Lines 11 through 20

Page 134, Line 21 through Page 135, Line 7

Page 144, Lines 6 through 16

Page 152, Line 2 through Page 153, Line 12

Page 156, Line 11 through Page 157, Line 10

Page 158, Line 4 through Page 159, Line 10

Page 160, Lines 2 through 20

Page 165, Line 23 through Page 166, Line 8

Page 166, Line 17 through Page 167, Line 25

Page 168, Lines 8 through 13

Page 169, Lines 7 through 13

¹ A marked copy of the Lewis Kruger deposition transcript held on July 11, 2013 is attached hereto as Exhibit A.

Page 170, Lines 13 through 20

Page 183, Line 12 through Page 184, Line 2

Page 184, Lines 20 through 25

Page 185, Lines 2 through 10

Page 187, Lines 9 through 12

Page 189, Line 15 through Page 192, Line 11

Page 193, Line 22 through Page 194, Line 11

Page 195, Line 15 through Page 196, Line 11

Page 207, Lines 12 through 18

2. JEFFREY A. LIPPS² – transcript of July 23, 2013 deposition at:

Page 8, Lines 2 through 8

Page 10, Line 8 through Page 11, Line 6

Page 14, Line 21 through Page 15, Line 21

Page 17, Lines 3 through 12

Page 22, Line 22 through Page 24, Line 25

Page 127, Line 17 through Page 130, Line 17

Page 143, Lines 3 through 20

Page 145, Line 24 through Page 146, Line 21

Page 150, Line 5 through Page 151, Line 7

Page 152, Line 7 through Page 153, Line 5

Page 154, Line 18 through Page 155, Line 16

Page 156, Line 12 through Page 158, Line 12

² A marked copy of the Jeffrey Lipps deposition transcript held on July 23, 2013 is attached hereto as Exhibit B.

Page 159, Lines 4 through 10

Page 160, Line 22 through Page 161, Line 25

Page 162, Lines 18 through 24

Page 163, Line 25 through Page 164, Line 6

3. RON D'VARI³ – transcript of July 25, 2013 deposition at:

Page 27, Line 6 through Page 28, Line 12

Page 33, Line 20 through Page 35, Line 6

Page 37, Line 20 through Page 42, Line 7

Page 70, Line 14 through Page 71, Line 19

Page 87, Line 16 through Page 88, Line 12

Page 133, Lines 6 through 22

Page 176, Line 15 through Page 179, Line 11

Page 183, Line 3 through Page 184, Line 22

Page 185, Line 5 through Page 186, Line 12

Page 187, Line 8 through Page 188, Line 12

4. JOHN S. DUBEL⁴ – transcript of July 10, 2013 deposition at:

Page 138, Lines 14 through 21

B. DEBTORS' COUNTER-DESIGNATIONS

1. LEWIS KRUGER – transcript of July 11, 2013 deposition at:

Page 14, Line 6 through 17

Page 15, Line 25 through Page 17, Line 24

Page 18, Line 20 through Page 20, Line 17

³ A marked copy of the Ron D'Vari deposition transcript held on July 25, 2013 is attached hereto as Exhibit C.

⁴ A marked copy of the John S. Dubel deposition transcript held on July 10, 2013 is attached hereto as Exhibit D.

Page 35, Line 17 through Page 38, Line 11

Page 42, Line 5 through Page 44, Line 25

Page 45, Line 12 through Page 46, Line 4

Page 47, Line 3 through Page 49, Line 15

Page 51, Lines 4 through 9

Page 53, Line 7 through Page 54, Line 10

Page 108, Line 14 through Page 109, Line 13

Page 115, Lines 11 through 14

Page 125, Lines 7 through 9

Page 125, Line 22 through Page 126, Line 20

Page 126, Line 25 through Page 127 Line 8

Page 165, Lines 2 through 22

Page 166, Lines 9 through 16

Page 168, Lines 2 through 7

Page 181, Line 19 through Page 182, Line 13

Page 183, Lines 6 through 11

Page 187, Lines 2 through 8

Page 192, Line 12 through Page 193, Line 21

Page 194, Line 12 through Page 195, Line 14

2. JEFFREY LIPPS – transcript of July 23, 2013 deposition at:

Page 142, Line 18 through Page 143, Line 2

Page 146, Line 22 through Page 148, Line 4

Page 149, Line 23 through Page 150, Line 4

Page 151, Lines 8 through 10

Page 151, Line 22 through Page 152, Line 6

Page 152, Line 6 through Page 154, Line 2

Page 155, Line 17 through Page 156, Line 11

Page 159, Line 11 through Page 160, Line 21

Page 162, Lines 7 through 17

Page 162, Line 25 through Page 163, Line 7

Page 164, Lines 7 through 14

3. RON D'VARI – transcript of July 25, 2013 deposition at:

Page 25, Line 17 through Page 26, Line 25

Page 27, Line 2 through Page 27, Line 5

Page 32, Lines 13 through 16

Page 42, Lines 8 through 16

Page 65, Lines 16 through 21

Page 86, Line 10 through Page 87, Line 15

Page 128, Line 15 through Page 129, Line 22

Page 132, Line 24 through Page 133, Line 5

Page 133, Line 23 through Page 134, Line 19

Page 136, Line 10 through Page 138, Line 22

C. DEBTORS' OBJECTIONS TO AD HOC GROUP'S DESIGNATIONS

Page 156, Line 11 through Page 157, Line 10 Relevance

Page 158, Line 4 through Page 159, Line 10 Relevance

Page 165, Line 23 through Page 166, Line 8 Relevance

Page 166, Line 17 through Page 167, Line 25 Relevance

Page 168, Lines 8 through 13 Relevance

Page 170, Lines 14 through 20 Relevance

Page 184, Line 20 through Page 185, Line 10 Relevance

Page 187, Lines 9 through 12 Relevance

Page 193, Line 22 through Page 194, Line 4 Relevance

Page 195, Line 15 through Page 196, Line 11 Relevance

D. AD HOC GROUP'S COUNTER-DESIGNATIONS OF DEPOSITION TESTIMONY

1. LEWIS KRUGER – transcript of July 11, 2013 deposition at:

Page 13, Line 21 through Page 14, Line 5

Page 17, Line 25 through Page 18, Line 3

Page 35, Lines 10-16

Page 38, Line 12 through Page 39, Line 17

Page 41, Line 9 through Page 42, Line 4

Page 49, Line 16 through Page 50, Line 20

Page 51, Line 25 through Page 52, Line 10

Page 53, Lines 3 through 6

Page 108, Lines 12 through 13

Page 125, Lines 17 through 21

Page 181, Lines 9 through 18

Page 182, Line 14 through Page 183, Line 5

2. JEFFREY A. LIPPS – transcript of July 23, 2013 deposition at:

Page 142, Lines 13 through 17

Page 148, Lines 5 through 25

Page 151, Lines 11 through 21

Page 154, Lines 3 through 17

Page 162, Lines 2 through 6

3. RON D’VARI – transcript of July 25, 2013 deposition at:

Page 32, Line 17 through Page 33, Line 19

Page 42, Line 17 through Page 43, Line 17

Page 65, Line 22 through Page 66, Line 6

Page 128, Lines 8 through 14

Page 134, Line 20 through Page 136, Line 9

The Ad Hoc Group reserves the right at trial to use only selected portions of a witness’ deposition designation, to call a witness live instead of by deposition designation, or to not use at all a deposition designation for a particular witness. The Ad Hoc Group also reserves the right to supplement these designations before trial.

Dated: August 15, 2013
New York, New York

Respectfully submitted,

By: /s/ J. Christopher Shore
J. Christopher Shore

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